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Madison &
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DATE: May 30, 2000	MUST BE SENT BY:	# PAGES W/COVER: 3	
TO: <i>flm</i> Deepak Moorjani	COMPANY: Upstart Capital	FAX NO: (650) 463-1595	PHONE NO: (650) 463-1591
FROM: Theresa Guy Moran	C/M #: 89138-000-0004	USER #: 11866	PHONE NO: (415) 983-1122

IF YOU HAVE NOT PROPERLY RECEIVED THIS FAX, PLEASE CALL (415) 983-1000. THANK YOU

MESSAGE:

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May 30, 2000

Mr. Deepak Moorjani
Upstart Capital, L.P.
100 Hamilton Avenue
Suite 105
Palo Alto, CA 94301

Re: Waiver of Conflict of Interest

Dear Deepak:

You have asked us to represent Upstart Capital L.P. in connection with a potential investment in San Valley, Inc. ("San Valley") (the "Transaction").

Our firm has represented Upstart Capital, L.P. as well as its General partner, Upstart Management LLC. In addition, we have acted as counsel to San Valley in its intellectual property matters. As members of the California Bar, we may not represent conflicting interests except with the informed written consent of all clients concerned. Even though we will not be representing San Valley in connection with the Transaction, we cannot undertake to represent you in the transaction without the written consent of both clients.

If you are willing to consent to our representation of Upstart Capital, L.P. and waive any conflict of interest in connection with the Transaction, while we remain free to represent San Valley and you in other matters, kindly indicate such consent and waiver by signing the enclosed copy of this letter and returning the copy to me.

Thank you very much for your kind consideration.

Very truly yours,

Theresa Guy Moran

Mr. Deepak Moorjani

May 30, 2000

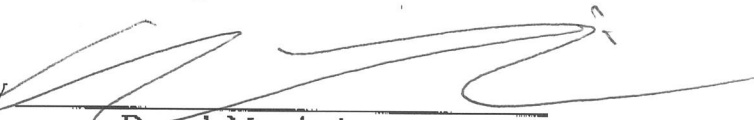
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Upstart Capital, L.P. hereby consents to Pillsbury Madison & Sutro LLP representing San Valley, Inc. and waives any conflict in connection with the above proposed Transaction, notwithstanding Pillsbury Madison & Sutro LLP's representation of San Valley, Inc in matters other than in connection with such proposed Transaction.

UPSTART CAPITAL, L.P.

By Upstart Management LLC

By



Deepak Moorjani